

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION

COMERICA BANK  
*Plaintiff*

Case No. 23-cv-12407

vs.

FEDERAL RESERVE BANK  
OF ATLANTA  
*Defendant*

---

COMPLAINT

Plaintiff Comerica Bank (“Comerica”) complains against defendant Federal Reserve Bank of Atlanta (“defendant” or “FRB Atlanta”) as follows:

PARTIES – JURISDICTION – VENUE

1. This action for money damages arises under the laws of the United States and presents a federal question. 28 USC 1331; 12 USC 632; 12 CFR 210.6(b).
2. Comerica alleges that FRB Atlanta breached one or more federal check warranties when it presented a check to Comerica for payment.
3. Comerica is a banking association organized under Texas law and conducts business operations in this judicial district.
4. FRB Atlanta is a federal corporation organized under United States law.
5. Venue is proper in this district because a substantial part of the events or omissions giving rise to the action occurred here. *See* 28 USC 1391 and other

venue statutes.

BREACH OF WARRANTY CLAIM: CHECK NO. 171847

6. Comerica conducts banking operations in Michigan including at its Livonia Operations Center where it processes checks – including the check at issue here – drawn on Comerica customer accounts.

7. Comerica customer Master Electronics (a/k/a Master International Corporation) drew a check 171847 against its account (the “Comerica Account”) as follows:

Payee:	Assmann WSW Components Inc
Amount:	\$73,247.02
Date:	06/16/22

(Exhibit 1 is a redacted image of the check) (the “Check” or “item” in this pleading)

8. The intended payee of the Check was “Assmann WSW Components Inc,” a corporation organized under Arizona law in 1988 according to the records of the Arizona Corporation Commission. (Exhibit 2, Certificate of Good Standing; Exhibit 3, name change effective in 2011)

9. “Assmann WSW Components Inc,” the 1988 Arizona entity, had been a regular vendor of Master Electronics and had been previously paid by check. (*see e.g.* Exhibit 4, images of other checks payable to the intended payee)

10. When it drew the Check, Master Electronics intended that its regular vendor,

“Assmann WSW Components Inc” that was organized in Arizona in 1988, receive the Check’s proceeds. *See* UCC 3-110(a) (“The person to whom an instrument is initially payable is determined by the intent of ... the issuer of the instrument.”)

11. On or about June 28, 2022, Canvas Credit Union took the Check for deposit and collection after the item was fraudulently and without authorization endorsed by Canvas customer “Mr. Ma-like Mars.” (Exhibit 1)
12. Canvas Credit Union transferred the Check for collection to FRB Atlanta.
13. FRB Atlanta presented for payment an electronic image of the Check to Comerica in Livonia, Michigan.
14. When it presented the Check, FRB Atlanta warranted under 12 CFR 210(6) to Comerica as follows:

(b) Warranties and liability. The following provisions apply when a Reserve Bank presents or sends an item.

(1) Warranties for all items. The Reserve Bank warrants to a subsequent collecting bank and to the paying bank and any other payor that –

(i) The Reserve Bank is a person entitled to enforce the item (or is authorized to obtain payment of the item on behalf of a person that is either entitled to enforce the item or authorized to obtain payment on behalf of a person entitled to enforce the item); \*\*\*

(iii) The item bears all indorsements applied by parties that previously handled the item for forward collection or return.

(2) Warranties and indemnities as set forth in Reserve Bank operating circulars. The Reserve Bank makes any warranties and indemnities regarding the sending of items as set forth in an operating circular issued in accordance with § 210.3(a).

(3) Warranties and indemnities as set forth in Regulation CC and U.C.C. As applicable and unless otherwise provided, the Reserve Bank makes

- all the warranties and indemnities set forth in and subject to the terms of subparts C and D of part 229 of this chapter (Regulation CC) and Article 4 of the U.C.C. The Reserve Bank makes all the warranties set forth in and subject to the terms of 4-207 of the U.C.C. for an electronic check as if it were an item subject to the U.C.C.
15. Comerica paid FRB Atlanta the amount of the Check, or \$73,247.02, on June 28, 2022 and deducted a like amount from the Comerica Account against which the item was drawn.
  16. Master Electronics notified Comerica that the Check was not properly payable because the intended payee - “Assmann WSW Components Inc” that was organized in Arizona in 1988 – did not receive, endorse, or obtain any benefit or value from the Check.
  17. On information and belief, “Assmann WSW Components Inc,” the entity that was organized in Arizona in 1988, did not: receive, endorse, authorize anyone else to endorse, or deposit the Check; have any interest in the Canvas Credit Union account into which the Check was deposited or have any account whatsoever at Canvas; receive any value or benefit from the Check transaction. (Exhibit 5; Statement of Fraud; Exhibit 6, letter from the intended payee)
  18. The account at Canvas Credit Union into which the Check was deposited was apparently titled to an entity called “Assmann WSW Components Inc” that was formed in Colorado after the Check was drawn.

19. On information and belief, the Canvas Credit Union account into which the Check was deposited may have been established after the Check was drawn.
20. The Colorado entity/Canvas Credit Union customer, *i.e.*, “Assmann WSW Components Inc,” that was formed after the Check was drawn was not the intended payee of the Check.
21. Canvas Credit Union’s customer “Mr. Ma-like Mars” who endorsed the Check was not its intended payee.
22. Comerica made a pre-lawsuit reimbursement demand on Canvas Credit Union regarding the Check. (Exhibit 7, Outgoing Collection letter excerpt)
23. Canvas Credit Union denied liability on the Check even though documents Canvas relied upon, including the Colorado Secretary of State records for its customer “Assmann WSW Components Inc” prove that Canvas’s customer was formed after the Check was drawn. (Exhibit 8, Canvas’s denial letter excerpt)
24. The Check was fraudulently and without authorization endorsed and deposited at Canvas Credit Union for collection from Comerica.
25. The Check was not endorsed as drawn.
26. Canvas Credit Union was not entitled to enforce the Check.
27. Canvas Credit Union breached its transfer and other warranties regarding the Check transaction.

28. FRB Atlanta was not entitled to enforce the Check nor authorized to obtain payment of the Check on behalf of a person that is either entitled to enforce it or authorized to obtain payment on behalf of a person entitled to enforce it. 12 CFR 210(6)(b)(1)(i).
29. FRB Atlanta breached its 12 CFR 210(6)(b) warranties to Comerica regarding the presentment of the Check and the Check transaction.
30. Comerica reimbursed \$73,247.02 its customer for the Check transaction.
31. FRB Atlanta damaged and is liable to Comerica.
32. Comerica is entitled to damages from FRB Atlanta.

#### RELIEF REQUESTED



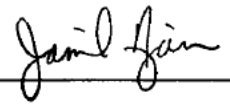

Plaintiff Comerica Bank requests a judgment against defendant Federal Reserve Bank of Atlanta for the Check in the amount of \$73,247.02, plus recovery of expenses, attorney fees, costs, and interest; and whatever additional relief allowed by law.





/s/David Wells  
Attorney for Comerica Bank  
Stancato Tragge Wells PLLC  
P.O. Box 270  
Grosse Ile, MI 48138-0270  
(248) 731-4500 ext-3  
dwells@stwlawfirm.com  
P47588


/s/Henry Stancato  
Attorney for Comerica Bank  
Stancato Tragge Wells PLLC  
P.O. Box 270  
Grosse Ile, MI 48138-0270  
(248) 731-4500 ext-1  
hstancato@stwlawfirm.com  
P29538

September 21, 2023

# EXHIBIT-1

	<b>MASTER</b> ELECTRONICS	P.O. BOX 25662 LOS ANGELES, CA 90025-0662 PHONE: (310) 452-1229	90-3752 1211	 COMERICA BANK - CALIFORNIA 15303 Ventura Blvd. Sherman Oaks, CA 91403	CHECK NO. 171847
PAY EXACTLY \$****73,247 DOLLARS AND 02 CENTS			DATE	CHECK AMOUNT	
			06/16/22	\$73,247 02	
PAY TO THE ORDER OF:	ASSMANN WSW COMPONENTS, INC. SUITE 101 1840 W DRAKE DR  TEMPE, AZ 85283-4326				
					
⑈ 171847 ⑈ ⑆ 12113752 ⑆					

 CHECK HERE FOR DEPOSIT	Canvas CO		(Denver, CO)
			1512 Larimer St 80202
	6/28/2022 5:42 PM		06/28/22-12:39:32 1349
			

Posted	: 06/28/2022
Bank	: 00000002
R/T	: 12113752
Account	: 
Check	: 171847
Amount	: 73247.02
DIN	: 970400803



# EXHIBIT-2

# STATE OF ARIZONA



## Office of the CORPORATION COMMISSION

### CERTIFICATE OF GOOD STANDING

I, the undersigned Executive Director of the Arizona Corporation Commission, do hereby certify that:

**ASSMANN WSW COMPONENTS, INC.**

ACC file number: 02080714

was incorporated under the laws of the State of Arizona on 09/08/1988;

That all annual reports owed to date by said corporation have been filed or delivered for filing, and all annual filing fees owed to date have been paid; and

That, according to the records of the Arizona Corporation Commission, said corporation is in good standing in the State of Arizona as of the date this Certificate is issued.

This Certificate relates only to the legal existence of the above named entity as of the date this Certificate is issued, and is not an endorsement, recommendation, or approval of the entity's condition, business activities, affairs, or practices.

IN WITNESS WHEREOF, I have hereunto set my hand, affixed the official seal of the Arizona Corporation Commission, and issued this Certificate on this date: **11/29/2022**



A handwritten signature in black ink, reading "Matthew Neubert", with a horizontal line underneath.

**Matthew Neubert, Executive Director**

# EXHIBIT-3



03516124

AZ CORPORATION COMMISSION  
FILED

JUN 23 2011

FILE NO. -628071-4 ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
ASSMANN ELECTRONICS, INC.

1. The name of the Corporation is ASSMANN ELECTRONICS, INC.
2. The following amendment modifies Article I of the Articles of Incorporation:

Name. The name of the corporation is ASSMANN WSW  
Components, Inc.

3. The foregoing amendment was adopted at a joint meeting of the directors and the shareholders of the Corporation by the unanimous affirmative vote of 100% of the directors and shareholders.

Dated: 2011-06-08  
Bernd Weidenhammer, CEO

# EXHIBIT-4

Account Number:	
Capture Date:	April 27, 2022
Item Number:	5250113791192
Posted Date:	April 27, 2022
Posted Item Number:	970317665
Amount:	5,491.72
Record Type:	Debit
RT Number:	121137522

# MASTER

## ELECTRONICS

90-3752  
1211



CHECK NO. **170113**

CHECK AMOUNT  
\$5,491.72

**PAY  
TO THE  
ORDER OF**

ASSMANN WSW COMPONENTS, INC.  
SUITE 101  
1840 W DRAKE DR  
TEMPE, AZ 85283-4326

Janil Jain

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**THE SECURITY FEATURES ON THIS DOCUMENT INCLUDE:**

- 1. SECURITY PAPER
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- 3. SECURITY PAPER
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FOR DEPOSIT ONLY  
ASSUMING YOUR COMMENTS IN  
CHECK HERE AFTER  
OR REMOTE DEPOSIT  
TE:

ENDC h32 41





Account Number: [REDACTED]  
 Capture Date: June 14, 2022  
 Item Number: 5250116037961  
 Posted Date: June 14, 2022  
 Posted Item Number: 970396756  
 Amount: 9,148.00  
 Record Type: Debit  
 RT Number: 121137522

MASTER INTERNATIONAL CORPORATION DBA  
 MASTER ELECTRONICS  
 1301 OLYMPIC BLVD.  
 SANTA MONICA CA 90404

<b>MASTER</b> ELECTRONICS	P.O. BOX 25662 LOS ANGELES, CA 90025-0662 PHONE: (310) 452-1229	90-3752 1211	 COMERICA BANK - CALIFORNIA 15303 Ventura Blvd. Sherman Oaks, CA 91403	CHECK NO. <b>171656</b>
	DATE <b>06/09/22</b> CHECK AMOUNT <b>\$9,148.00</b>			
PAY EXACTLY \$*****9,148 DOLLARS AND 00 CENTS				
PAY TO THE ORDER OF:	ASSMANN WSW COMPONENTS, INC. SUITE 101 1840 W DRAKE DR TEMPE, AZ 85283-4326			

⑈ 171656 ⑈ ⑆ 121137522 ⑆

THE SECURITY FEATURES ON THIS DOCUMENT INCLUDE:

- MICRO PRINTING ON THE CHECK BORDER
- SECURITY PAPER
- FULL CHEMICAL ACTIVITY BLEND, SOLVENT RESISTANT

FOR DEPOSIT ONLY  
☐ CHECK ASSMANN WSW COMPONENTS INC  
☐ OR REMOTE DEPOSIT

ENDORSE HERE



# EXHIBIT-5

Comerica

## Statement of Fraud

<b>Section I -- Claimant Information</b>		<b>EFM Event Number</b>		22072706437	
Name ASSMAN WSW COMPONENTS INC		Home Phone NA		Work Phone (480) 897-7001	
Address 1840 W. Drake Dr. Suite #101		City Tempe		State/Zip AZ 85283	
Primary I.D. AASSZ		Secondary I.D.			
<b>Section II -- Check Information</b>					
Bank Check Was Drawn On COMERICA BANK	Issued By (Maker of Check) MASTER ELECTRONICS	Check Number 171847	Check Date 6/16/2022	Post Date 6/28/2022	Amount of Item \$73,247.02
<b>Payable to the Order of</b> -- Name all Payees as they appear on check (e.g., <i>Marion Passer AND ABC Contractors, Inc.; Thomas Wellington, Jane Wellington OR Lisa Thomas</i> ) ASSMAN WSW COMPONENTS INC					
<b>Section III -- Claim</b>					
Initial the appropriate box(s) to describe the claim(s) of forgery, alteration, or missing signature/endorsement					
To: Comerica and/or _____, the Depository Bank, if other than Comerica. By signing below, I declare that the information contained in this statement, including the information in the boxes I have initialed below are true.					
<b>Initials</b>	<b>Claim</b>				
<input type="radio"/>	<b>Maker's Signature Forged and/or Counterfeit Check</b> -- The maker's signature of _____ on the check is a forgery and/or the check is a counterfeit (e.g., <i>not the customer's legitimate check stock or produced without issuer's approval</i> ). I did not sign the check and I did not authorize the signature.				
<input type="radio"/>	<b>Unauthorized Maker's Signature</b> -- The maker's signature of _____ on the check is not authorized. The person who issued and signed the instrument is not authorized to use the account.				
<input type="radio"/>	<b>Endorsement Forged</b> -- The endorsement of _____, a named payee on the check is a forgery. I did not authorize or write the endorsement.				
<input type="radio"/>	<b>Missing Endorsement- Payee's Statement</b> -- My endorsement on the check is missing and I did not authorize the negotiation of the check and did not benefit from the negotiation of the check. I declare I was entitled to receive \$ _____ as the payee of the check.				
<input type="radio"/>	<b>Missing and/or Improper Endorsement and/or Not Endorsed as Drawn -- Maker's Statement</b> -- The endorsement of payee(s) _____, was /were missing or was/were improper on the check and said payee(s) was/were entitled to receive \$ _____ (describe amount/percentage for each payee who claims to have not received payment and did not authorize negotiation. If maker does not know amount the payee(s) was/were entitled to receive indicate "unknown").				
<input type="radio"/>	<b>Check Amount Altered</b> -- The amount of the check as written was altered from the amount of \$ _____ to \$ _____. I did not alter the amount of the check nor did I authorize any alteration.				
<input type="radio"/>	<b>Payee Named Was Altered</b> -- The name of the payee(s) as written was altered on the check from _____ to make it payable to _____. I did not alter the payee's name nor did I authorize any alteration.				
<input checked="" type="radio"/>	<b>Other --</b> <b>IMPROPER ENDORSEMENT PAYEE STATEMENT</b>				

**I declare that:**

I did not receive any benefit or value from proceeds of the above described check, and no proceeds from it were applied to any use or purpose on my behalf. I have not arranged with the person(s) who misused the check to be reimbursed or receive benefit from the proceeds of the above described check. I promise to testify or certify to the truth of all applicable information in this statement before any competent judge, officer of the court, or other person, in any case now pending or which may occur regarding this statement.



I suspect UNKNOWN of (address if known, home/ work)  
UNKNOWN

Of having misused the check described in this statement, as I have stated above. I believe this person did this under the following circumstances: (Please provide as much information as possible)



UNKNOWN

Use additional page if necessary

I fully realize that Comerica or the bank that negotiated this check may cause the arrest of a person or persons (including the person(s) suspected above) for the fraud of identified above and I hereby acknowledge that any such arrests may be caused by Comerica or the bank where the check was negotiated or deposited, solely in reliance upon the representations of fact made herein, regardless of whether one or more persons arrested is a relative or friend of the claimant. In addition, I will indemnify and hold harmless Comerica and/or the bank where the check was negotiated or deposited from any liability arising out of, relating to or in any connection with such arrest in the event that the representations of fact made herein should prove to be untrue.

\*I have provided and hereby read and confirmed the information regarding the suspects and I have placed my initials in the boxes above to indicate the information is true and accurate.

\*The person signing/executing this statement agrees that the signature on the statement may be delivered by facsimile, pdf, e-mail or other electronic or reproduced signatures, which shall be deemed an original signature for all purposes and fully binding upon the person so signing the statement

Claimant Signature

Duane Skinner

Date

7/26/2022

Print Name:

Duane SKINNER

Title

CFO

If applicable, claimant is an agent of and completing this statement on behalf of (Print Name of Principal)

ASSMANN WSW components INC.

, and as such is authorized to speak on its behalf.

# EXHIBIT-6





LEADING CUSTOMIZED  
CONNECTIVITY SOLUTIONS



May 1, 2023

To whom it may concern,

This is to inform all parties that ASSMANN WSW components, Inc. does not have and has never had a bank account with this Credit Union, we did not receive check #171847 from Master Electronics.

We have attached a copy of our Articles of Incorporation with the State of Arizona. This information is also available online directly with the Arizona Corporation Commission. For further questions, please feel free to reach out to me at 480-897-7001.

Our F.E.I.N. is



Thank you,

A handwritten signature in blue ink that reads "Duane Skinner".

Duane Skinner  
CFO

ASSMANN WSW components, Inc.

DOMESTIC

AZ. CORP. COMMISSION  
FOR THE STATE OF AZ.  
DELIVERED

SEP 8 1 35 PM '88

ARTICLES OF INCORPORATION

FILED BY Mary Flouez  
DATE FILED 9/22/88

OF

TERM  
DATE 208071

ASSMANN ELECTRONICS, INCORPORATED

ARTICLE I

Name. The name of the Corporation is ASSMANN ELECTRONICS, INC.

ARTICLE II

Duration. The duration of this Corporation shall be perpetual.

ARTICLE III

Purpose. The purpose for which this Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE IV

Initial Business. The Corporation initially intends to conduct the business of wholesaling and retailing electronic connectors and all related business.

ARTICLE V

Authorized Capital. The corporation shall have authority to issue one million (1,000,000) shares of no par value common stock.

ARTICLE VI

Statutory Agent. The name and address of the initial statutory agent of the Corporation is MAX PORTER, JEPPESEN LTD, 21835 North 23rd Avenue, Phoenix, Arizona 85027.

#### ARTICLE VII

Board of Directors. The initial Board of Directors will consist of two (2) directors. The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and qualified, are:

Robert E. Simpson  
4521 W. Boston Street  
Chandler, Az 85224

Dieter Assmann  
Nottebohmstrasse 59  
D-5880 Ludenscheid  
West Germany

#### ARTICLE VIII

Officers. The name and addresses of the initial officers of the Corporation who shall serve until the first annual meeting of directors, or until their successors are elected and qualified are:

President:

Robert E. Simpson  
4521 W. Boston St.  
Chandler, Az 85224

Secretary

Dieter Assmann  
Nottebohmstrasse 59  
D-5880 Ludenscheid  
West Germany

Treasurer:

Dieter Assmann  
Nottebohmstrasse 59  
D-5880 Ludenscheid  
West Germany

#### ARTICLE IX

Indemnification of Officers, Directors, Employees or Agents. The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party of any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he, his testator, or intestate is or was a director, officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation. Indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933, and, provided further, that the Corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have reasonably refused to



permit the Corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action, investigative or administrative proceeding.

ARTICLE X

Incorporators. The names and addresses of the incorporators of the Corporation are:

Robert E. Simpson  
4521 W. Boston St.  
Chandler, Az 85224

Dieter Assmann  
Nottebohmstrasse 59  
D-5880 Ludenscheid  
West Germany

IN WITNESS WHEREOF, we hereunto set our hands this 5th day of July, 1988.



Robert E. Simpson

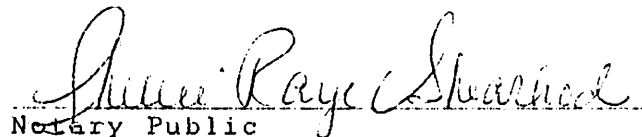


Dieter Assman

STATE OF ARIZONA     >  
                                  >ss.  
County of Maricopa   >

On this, the 26 day of August, 1988, before me, the undersigned notary public, personally appeared ROBERT E. SIMPSON and DIETER ASSMANN, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation of ASSMAN ELECTRONICS, INC., who acknowledge to me that they executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
Notary Public

My Commission Expires:

My Commission Expires Dec. 5, 1989

I, Max A. Porter, having been designated to act as the Statutory Agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes.

  
\_\_\_\_\_  
Max A. Porter

# EXHIBIT-7



OUTGOING COLLECTION LETTER

Ph. (248) 371-6685

Type: Without Entry  
Claim: IMPROPER  
ENDORSEMENT  
Clerk: Marie Puma

**OUR CUSTOMER:** Master Int'l Corporation

Reference # 22072706437

Date: 8/03/2022

**TO:** Canvas Credit Union  
Attn Check Fraud Investigations  
9990 Park Meadows Drive  
Lone Tree, CO 80124

MAIL  
PAYMENT TO: COMERICA BANK  
Attn: Return Without Entry  
P.O. BOX 675403  
DETROIT, MI 48267-5403

REMIT: \$73,247.02

**REMARKS** Improper Endorsement claim for check #171847

# EXHIBIT-8



**SENT VIA USPS CERTIFIED MAIL NO. 7018 0360 0000 1851 8815**

December 6, 2022

Comerica Bank  
Attn: Return Without Entry  
PO Box 675403  
Detroit, MI 48267-5403

Ref. No.: 22072706437, Improper Endorsement claim for Check #171847 - Marie Puma, Clerk

Dear Ms. Puma,

Canvas Credit Union ("Canvas") has received the enclosed notice from Comerica Bank dated August 3, 2022, claiming an improper endorsement in reference to a check in the amount of \$73,247.00 made payable to Assmann WSW Components, Inc. The check was deposited at Canvas on June 28, 2022, as noted on the instrument.

In response to this notice, Canvas asserts the endorsement of the check is effective for purposes of the presentment warranty pursuant to UCC §4-208(a) as codified in C.R.S. §4-3-417. Canvas exercised ordinary care in its role as the depository bank in confirming this check was endorsed by the authorized signer for the payee account.

The check was deposited to a business account in the name of the payee Assmann WSW Components, Inc. The check was endorsed by Mr. Ma-like Mars, who is the authorized signer on the business account pursuant to the membership agreement establishing the account. Canvas compared the signature on Mr. Mars' government identification with the endorsement on the check and found no discrepancies. The Articles of Incorporation Canvas obtained at account opening from the Colorado Secretary of State for Assmann WSW Components, Inc. (enclosed) show Mr. Mars as the registered agent for this business, and the business mailing address of 1840 W Drake Dr, Suite 101, Tempe AZ 85283 matches the address specified for the payee on the check.

Please do not hesitate to contact me at [ericae@canvas.org](mailto:ericae@canvas.org) if you have questions regarding this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Erica Ellafy".

Erica Ellafy  
Associate General Counsel

OFFICE OF THE SECRETARY OF STATE  
OF THE STATE OF COLORADO

**CERTIFICATE OF DOCUMENT FILED**

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Articles of Incorporation

with Document # 20221602250 of  
Assmann WSW Components Inc

Colorado Corporation

(Entity ID # 20221602250 )

consisting of 3 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 06/23/2022 that have been posted, and by documents delivered to this office electronically through 06/24/2022 @ 12:16:10.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 06/24/2022 @ 12:16:10 in accordance with applicable law. This certificate is assigned Confirmation Number 14117405 .



*Jena Griswold*

Secretary of State of the State of Colorado

\*\*\*\*\*End of Certificate\*\*\*\*\*

*Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."*

**E-Filed**

Document must be filed electronically.  
 Paper documents are not accepted.  
 Fees & forms are subject to change.  
 For more information or to print copies  
 of filed documents, visit [www.sos.state.co.us](http://www.sos.state.co.us).

Colorado Secretary of State  
 Date and Time: 06/22/2022 09:52 PM  
 ID Number: 20221602250  
 Document number: 20221602250  
 Amount Paid: \$50.00

ABOVE SPACE FOR OFFICE USE ONLY

**Articles of Incorporation for a Profit Corporation**  
 filed pursuant to § 7-102-101 and § 7-102-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the corporation is

Assmann WSW Components Inc

*(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)*

2. The principal office address of the corporation's initial principal office is

Street address

61 S Julian St

*(Street number and name)*

Denver

*(City)*

CO

*(State)*

80219

*(ZIP/Postal Code)*

United States

*(Country)*

*(Province – if applicable)*

Mailing address

*(leave blank if same as street address)*

1840 W Drake Dr

*(Street number and name or Post Office Box information)*

Suite 101

Tempe

*(City)*

AZ

*(State)*

85283

*(ZIP/Postal Code)*

United States

*(Country)*

*(Province – if applicable)*

3. The registered agent name and registered agent address of the corporation's initial registered agent are

Name

*(if an individual)*

Mars

*(Last)*

Malike

*(First)*

*(Middle)*

*(Suffix)*

or

*(if an entity)*

*(Caution: Do not provide both an individual and an entity name.)*

Street address

61 S Julian St

*(Street number and name)*

Denver

*(City)*

CO

*(State)*

80219

*(ZIP/Postal Code)*

Mailing address

*(leave blank if same as street address)*

*(Street number and name or Post Office Box information)*

CO

*(State)*

*(ZIP/Postal Code)*

*(City)*



(The following statement is adopted by marking the box.)

☒ The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name

(if an individual)

Mars

(Last)

Malike

(First)

(Middle)

(Suffix)

or

(if an entity)

(Caution: Do not provide both an individual and an entity name.)

Mailing address

1840 W Drake Dr

(Street number and name or Post Office Box information)

Suite 101

Tempe

(City)

AZ

(State)

85283

(ZIP/Postal Code)

United States

(Province - if applicable)

(Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

☐ The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. The classes of shares and number of shares of each class that the corporation is authorized to issue are as follows.

☒ The corporation is authorized to issue 100 common shares that shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

☐ Information regarding shares as required by section 7-106-101, C.R.S., is included in an attachment.

6. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

☐ This document contains additional information as provided by law.

7. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are \_\_\_\_\_  
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

8. The true name and mailing address of the individual causing the document to be delivered for filing are

<u>Mars</u>	<u>Malike</u>		
(Last)	(First)	(Middle)	(Suffix)
<u>61 S Julian St</u>			
(Street number and name or Post Office Box information)			
<hr/>			
<u>Denver</u>	<u>CO</u>	<u>80219</u>	
(City)	(State)	(ZIP/Postal Code)	
<u>United States</u>			
(Province – if applicable)		(Country)	

*(If the following statement applies, adopt the statement by marking the box and include an attachment.)*

- ☐ This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

**Disclaimer:**

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).